

JAN 19 1970 - 4 20 PM

**ASSIGNMENT OF CHATTEL MORTGAGE, ASSIGNMENT
OF RENTS AND SECURITY AGREEMENT
AND OF LOAN AGREEMENT**

INTERSTATE COMMERCE COMMISSION

FOR VALUE RECEIVED the undersigned, MERCANTILE TRUST COMPANY, N.A. ("Mercantile"), with its office and place of business at 721 Locust Street, St. Louis, Missouri 63166, hereby (i) sells, assigns, transfers and sets over to Massachusetts Mutual Life Insurance Company ("Massachusetts Mutual"), with its office and principal place of business at 1295 State Street, Springfield, Massachusetts, all right, title and interest of said Mercantile, as Mortgagee, in, under and to that certain Chattel Mortgage, Assignment of Rents and Security Agreement (the "Mortgage") dated as of December 17, 1968 from D. E. Mundell and Ben Maushardt, as Trustees (the "Trustees") under P. C. Trust No. 12, as Mortgagor, to Mercantile, as Mortgagee, covering 69 rebuilt box cars more particularly described in Schedule A to the Mortgage, and (ii) further assigns to Massachusetts Mutual all its rights, privileges and interests under that certain Loan Agreement dated as of October 19, 1968 between the Trustees and United States Leasing International, Inc., as Agent for the Trustees and Mercantile, relating to the financing of said box cars.

Said Mortgage was executed and delivered as security for the 7-1/2% Secured Note of the Mortgagor dated December 17, 1968 payable to the order of Mercantile in the original principal sum of \$493,551.48, and which Mortgage was filed for record on December 17, 1968 in the office of the Interstate Commerce Commission and received Recordation No. 6027.

Mercantile does hereby irrevocably appoint and constitute Massachusetts Mutual its true and lawful attorney with full power of substitution to do everything whatsoever requisite or necessary to be done in the premises as fully as Mercantile might or could do if this Assignment had not been made, hereby ratifying and confirming all that the said attorney or substitute shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF Mercantile has caused its corporate name to be hereunto subscribed by its Vice President, its corporate seal to be hereunto affixed and attested by its Secretary, all as of the 9th day of January, 1970.

MERCANTILE TRUST COMPANY, N.A.

By [Signature]
its Vice President

(CORPORATE SEAL)

Attest:

[Signature]
Secretary

STATE OF *Missouri*)
CITY OF *St Louis*) SS

On this 9th day of January, 1970, before me personally appeared Donald B. Wilkman to me known, who being by me duly sworn, says that he is a Vice President of Mercantile Trust Company, N.A., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

Blair A. [Signature]
Notary Public

My commission expires: November 24, 1972

Notary for the County of St. Louis
which adjoins the City of St. Louis